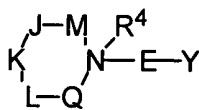


AMENDMENTS TO THE CLAIMS

1. (Currently Amended) A compound of formula I:



or stereoisomers or pharmaceutically acceptable salts thereof, wherein:

M is absent or selected from CH_2 , CHR^5 , CHR^{13} , $\text{CR}^{13}\text{R}^{13}$, and CR^5R^{13} ;

Q is selected from CH_2 , CHR^5 , CHR^{13} , $\text{CR}^{13}\text{R}^{13}$, and CR^5R^{13} ;

J, K, and L are independently selected from CH_2 , CHR^5 , CHR^6 ,

CR^6R^6 and CR^5R^6 ;

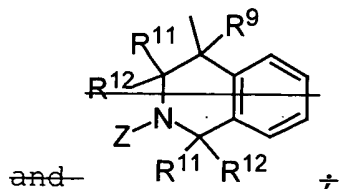
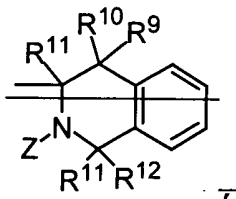
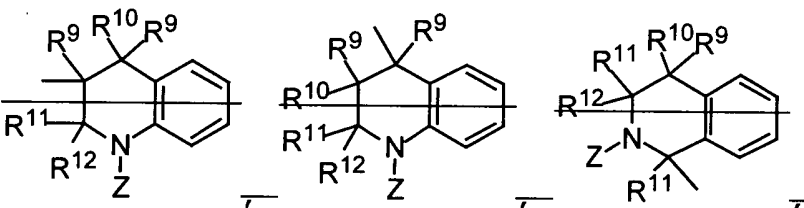
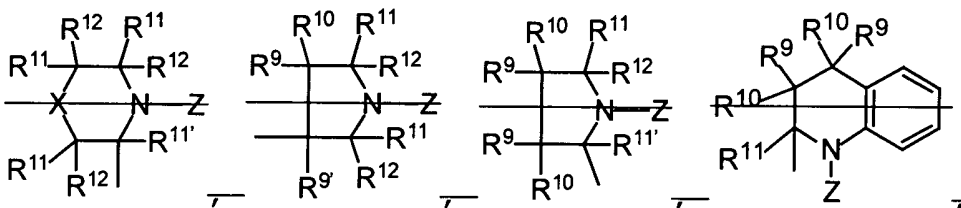
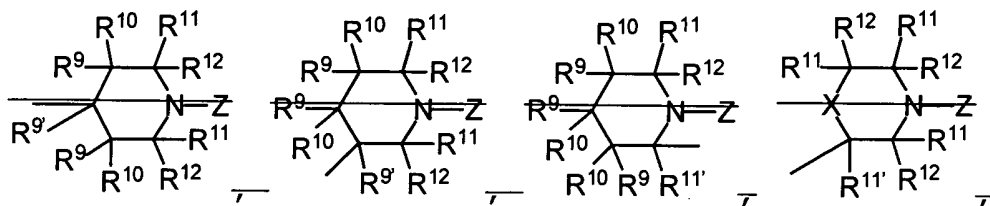
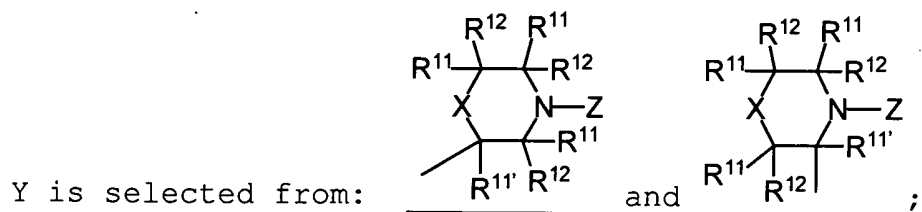
with the provisos:

1) at least one of M, J, K, L, or Q contains an R^5 ; and

2) when M is absent, J is selected from CH_2 , CHR^5 , CHR^{13} , and CR^5R^{13} ;

E is $-(\text{CR}^7\text{R}^8)-(\text{CR}^9\text{R}^{10})_{\text{v}}-$;

AMENDMENTS TO THE CLAIMS



X is O; ~~selected from NR¹⁴, O, and S,~~

AMENDMENTS TO THE CLAIMS

Z is selected from $C(O)R^3$, $S(O)_2R^3$, $C(O)OR^3$, $C(O)NR^2R^3$, $C(=NR^1)NR^2R^3$, $C(=CHCN)NR^2R^3$, $C(=CHNO_2)NR^2R^3$, $C(=C(CN)_2)NR^2R^3$, and $(CR'R')_t$ -phenyl substituted with 0-5 R^{15} ;

R' , at each occurrence, is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_r$ phenyl substituted with R^{15e} ;

R^1 is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, OH, CN, and $(CH_2)_w$ phenyl;

R^2 is selected from H, C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and a $(CH_2)_r$ - C_{3-10} carbocyclic residue substituted with 0-5 R^{2a} ;

R^{2a} , at each occurrence, is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2 , CN, $(CH_2)_rNR^{2b}R^{2b}$, $(CH_2)_rOH$, $(CH_2)_rOR^{2c}$, $(CH_2)_rSH$, $(CH_2)_rSR^{2c}$, $(CH_2)_rC(O)R^{2b}$, $(CH_2)_rC(O)NR^{2b}R^{2b}$, $(CH_2)_rNR^{2b}C(O)R^{2b}$, $(CH_2)_rC(O)OR^{2b}$, $(CH_2)_rOC(O)R^{2c}$, $(CH_2)_rCH(=NR^{2b})NR^{2b}R^{2b}$, $(CH_2)_rNHC(=NR^{2b})NR^{2b}R^{2b}$, $(CH_2)_rS(O)_pR^{2c}$, $(CH_2)_rS(O)_2NR^{2b}R^{2b}$, $(CH_2)_rNR^{2b}S(O)_2R^{2c}$, and $(CH_2)_r$ phenyl;

R^{2b} , at each occurrence, is selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl;

AMENDMENTS TO THE CLAIMS

R^{2c} , at each occurrence, is selected from C_{1-5} alkyl, C_{3-6} cycloalkyl, and phenyl;

R^3 is selected from a $CR^{3'}R^{3''}R^{3'''}$, $(CR^{3'}R^{3''})_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{15} and a $(CR^{3'}R^{3''})_{r-5-10}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{15} ;

$R^{3'}$ and $R^{3''}$, at each occurrence, are selected from H, C_{1-6} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and phenyl;

R^4 is absent, taken with the nitrogen to which it is attached to form an N-oxide, or selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CH_2)_qC(O)R^{4b}$, $(CH_2)_qC(O)NR^{4a}R^{4a'}$, $(CH_2)_qC(O)OR^{4b}$, and a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-3 R^{4c} ;

R^{4a} and $R^{4a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and phenyl;

R^{4b} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, $(CH_2)_rC_{3-6}$ cycloalkyl, C_{2-8} alkynyl, and phenyl;

R^{4c} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl;

AMENDMENTS TO THE CLAIMS

$(\text{CH}_2)_r\text{OH}$, $(\text{CH}_2)_r\text{SC}_{1-5}$ alkyl, $(\text{CH}_2)_r\text{NR}^{4a}\text{R}^{4a'}$, and $(\text{CH}_2)_r\text{phenyl}$;

R^5 is selected from a $(\text{CR}^{5'}\text{R}^{5''})_t\text{-C}_{3-10}$ carbocyclic residue substituted with 0-5 R^{16} and a $(\text{CR}^{5'}\text{R}^{5''})_t\text{-5-10}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{16} ;

$\text{R}^{5'}$ and $\text{R}^{5''}$, at each occurrence, are selected from H, C_{1-6} alkyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, and phenyl;

R^6 , at each occurrence, is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, $(\text{CF}_2)_r\text{CF}_3$, CN, $(\text{CH}_2)_r\text{NR}^{6a}\text{R}^{6a'}$, $(\text{CH}_2)_r\text{OH}$, $(\text{CH}_2)_r\text{OR}^{6b}$, $(\text{CH}_2)_r\text{SH}$, $(\text{CH}_2)_r\text{SR}^{6b}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{OH}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{6b}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{6a}\text{R}^{6a'}$, $(\text{CH}_2)_r\text{NR}^{6d}\text{C}(\text{O})\text{R}^{6a}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{OR}^{6b}$, $(\text{CH}_2)_r\text{OC}(\text{O})\text{R}^{6b}$, $(\text{CH}_2)_r\text{S}(\text{O})_p\text{R}^{6b}$, $(\text{CH}_2)_r\text{S}(\text{O})_2\text{NR}^{6a}\text{R}^{6a'}$, $(\text{CH}_2)_r\text{NR}^{6d}\text{S}(\text{O})_2\text{R}^{6b}$, and $(\text{CH}_2)_t\text{phenyl}$ substituted with 0-3 R^{6c} ;

R^{6a} and $\text{R}^{6a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{6c} ;

R^{6b} , at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{6c} ;

AMENDMENTS TO THE CLAIMS

R^{6c} , at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, and $(CH_2)_rNR^{6d}R^{6d}$;

R^{6d} , at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^7 is selected from H, C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_qOH$, $(CH_2)_qSH$, $(CH_2)_qOR^{7d}$, $(CH_2)_qSR^{7d}$, $(CH_2)_qNR^{7a}R^{7a'}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{7b}$, $(CH_2)_rC(O)NR^{7a}R^{7a'}$, $(CH_2)_qNR^{7a}C(O)R^{7a}$, $(CH_2)_rC(O)OR^{7b}$, $(CH_2)_qOC(O)R^{7b}$, $(CH_2)_qS(O)_pR^{7b}$, $(CH_2)_qS(O)_2NR^{7a}R^{7a'}$, $(CH_2)_qNR^{7a}S(O)_2R^{7b}$, C_{1-6} haloalkyl, a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-3 R^{7c} , and a $(CH_2)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7c} ;

R^{7a} and $R^{7a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{7e} , and a $(CH_2)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e} ;

R^{7b} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r-C_{3-6}$

AMENDMENTS TO THE CLAIMS

carbocyclic residue substituted with 0-2 R^{7e} , and
a $(CH_2)_r$ -5-6 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{7e} ;

R^{7c} , at each occurrence, is selected from C_{1-4} alkyl,
 C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl,
Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2 , CN, $(CH_2)_rNR^{7f}R^{7f}$,
 $(CH_2)_rOH$, $(CH_2)_rOC_{1-4}$ alkyl, $(CH_2)_rSC_{1-4}$ alkyl,
 $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{7b}$, $(CH_2)_rC(O)NR^{7f}R^{7f}$,
 $(CH_2)_rNR^{7f}C(O)R^{7a}$, $(CH_2)_rC(O)OC_{1-4}$ alkyl,
 $(CH_2)_rOC(O)R^{7b}$, $(CH_2)_rC(=NR^{7f})NR^{7f}R^{7f}$,
 $(CH_2)_rS(O)_pR^{7b}$, $(CH_2)_rNHC(=NR^{7f})NR^{7f}R^{7f}$,
 $(CH_2)_rS(O)_2NR^{7f}R^{7f}$, $(CH_2)_rNR^{7f}S(O)_2R^{7b}$, and
 $(CH_2)_r$ phenyl substituted with 0-3 R^{7e} ;

R^{7d} , at each occurrence, is selected from C_{1-6} alkyl
substituted with 0-3 R^{7e} , alkenyl, alkynyl, and a
 C_{3-10} carbocyclic residue substituted with 0-3 R^{7c} ;

R^{7e} , at each occurrence, is selected from C_{1-6} alkyl,
 C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F,
Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH,
SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{7f}R^{7f}$, and
 $(CH_2)_r$ phenyl;

R^{7f} , at each occurrence, is selected from H, C_{1-5}
alkyl, and C_{3-6} cycloalkyl;

AMENDMENTS TO THE CLAIMS

R⁸ is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_tphenyl substituted with 0-3 R^{8a};

R^{8a}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{7f}R^{7f}, and (CH₂)_rphenyl;

alternatively, R⁷ and R⁸ join to form C₃₋₇ cycloalkyl, or =NR^{8b};

R^{8b} is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, OH, CN, and (CH₂)_r-phenyl;

R⁹ is independently selected from H, C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, F, Cl, Br, I, NO₂, CN, (CH₂)_rOH, (CH₂)_rSH, (CH₂)_rOR^{9d}, (CH₂)_rSR^{9d}, (CH₂)_rNR^{9a}R^{9a'}, (CH₂)_rC(O)OH, (CH₂)_rC(O)R^{9b}, (CH₂)_rC(O)NR^{9a}R^{9a'}, (CH₂)_rNR^{9a}C(O)R^{9a}, (CH₂)_rNR^{9a}C(O)H, (CH₂)_rC(O)OR^{9b}, (CH₂)_rOC(O)R^{9b}, (CH₂)_rS(O)_pR^{9b}, (CH₂)_rS(O)₂NR^{9a}R^{9a'}, (CH₂)_rNR^{9a}S(O)₂R^{9b}, C₁₋₆ haloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{9c}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9c};

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$R^{9'}$ is independently selected from H, C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, F, Cl, Br, I, NO_2 , CN, $(CH_2)_rOH$, $(CH_2)_rSH$, $(CH_2)_rOR^{9d}$, $(CH_2)_rSR^{9d}$, $(CH_2)_rNR^{9a}R^{9a'}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{9b}$, $(CH_2)_rC(O)NR^{9a}R^{9a'}$, $(CH_2)_rNR^{9a}C(O)R^{9a}$, $(CH_2)_rNR^{9a}C(O)H$, $(CH_2)_rC(O)OR^{9b}$, $(CH_2)_rOC(O)R^{9b}$, $(CH_2)_rS(O)_pR^{9b}$, $(CH_2)_rS(O)_2NR^{9a}R^{9a'}$, $(CH_2)_rNR^{9a}S(O)_2R^{9b}$, C_{1-6} haloalkyl, $(CH_2)_r-C_{3-6}$ cycloalkyl, $(CH_2)_q$ -phenyl substituted with 0-5 R^{9c} , and a $(CH_2)_q$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9c} ;

R^{9a} and $R^{9a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{9e} , and a $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e} ;

R^{9b} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r-C_{3-6}$ carbocyclic residue substituted with 0-2 R^{9e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e} ;

R^{9c} , at each occurrence, is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2 , CN, $(CH_2)_rNR^{9f}R^{9f}$,

AMENDMENTS TO THE CLAIMS

$(\text{CH}_2)_r\text{OH}$, $(\text{CH}_2)_r\text{OC}_{1-4}$ alkyl, $(\text{CH}_2)_r\text{SC}_{1-4}$ alkyl,
 $(\text{CH}_2)_r\text{C}(\text{O})\text{OH}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{9b}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{9f}\text{R}^{9f}$,
 $(\text{CH}_2)_r\text{NR}^{9f}\text{C}(\text{O})\text{R}^{9a}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{OC}_{1-4}$ alkyl,
 $(\text{CH}_2)_r\text{OC}(\text{O})\text{R}^{9b}$, $(\text{CH}_2)_r\text{C}(=\text{NR}^{9f})\text{NR}^{9f}\text{R}^{9f}$,
 $(\text{CH}_2)_r\text{S}(\text{O})_p\text{R}^{9b}$, $(\text{CH}_2)_r\text{NHC}(=\text{NR}^{9f})\text{NR}^{9f}\text{R}^{9f}$,
 $(\text{CH}_2)_r\text{S}(\text{O})_2\text{NR}^{9f}\text{R}^{9f}$, $(\text{CH}_2)_r\text{NR}^{9f}\text{S}(\text{O})_2\text{R}^{9b}$, and
 $(\text{CH}_2)_r$ phenyl substituted with 0-3 R^{9e} ;

R^{9d} , at each occurrence, is selected from C_{1-6} alkyl,
 C_{2-6} alkenyl, C_{2-6} alkynyl, a C_{3-10} carbocyclic
 residue substituted with 0-3 R^{9c} , and a 5-6
 membered heterocyclic system containing 1-4
 heteroatoms selected from the group consisting of
 N, O, and S substituted with 0-3 R^{9c} ;

R^{9e} , at each occurrence, is selected from C_{1-6} alkyl,
 C_{2-8} alkenyl, C_{2-8} alkynyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl,
 Cl, F, Br, I, CN, NO_2 , $(\text{CF}_2)_r\text{CF}_3$, $(\text{CH}_2)_r\text{OC}_{1-5}$
 alkyl, OH, SH, $(\text{CH}_2)_r\text{SC}_{1-5}$ alkyl, $(\text{CH}_2)_r\text{NR}^{9f}\text{R}^{9f}$, and
 $(\text{CH}_2)_r$ phenyl;

R^{9f} , at each occurrence, is selected from H, C_{1-5}
 alkyl, and C_{3-6} cycloalkyl;

R^{10} is independently selected from H, C_{1-8} alkyl, C_{2-8}
 alkenyl, C_{2-8} alkynyl, F, Cl, Br, I, NO_2 , CN,
 $(\text{CH}_2)_r\text{OH}$, $(\text{CH}_2)_r\text{OR}^{10d}$, $(\text{CH}_2)_r\text{SR}^{10d}$, $(\text{CH}_2)_r\text{NR}^{10a}\text{R}^{10a'}$,
 $(\text{CH}_2)_r\text{C}(\text{O})\text{OH}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{10b}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{10a}\text{R}^{10a'}$,
 $(\text{CH}_2)_r\text{NR}^{10a}\text{C}(\text{O})\text{R}^{10a}$, $(\text{CH}_2)_r\text{NR}^{10a}\text{C}(\text{O})\text{H}$,

AMENDMENTS TO THE CLAIMS

$(\text{CH}_2)_r\text{C}(\text{O})\text{OR}^{10b}$, $(\text{CH}_2)_r\text{OC}(\text{O})\text{R}^{10b}$, $(\text{CH}_2)_r\text{S}(\text{O})_p\text{R}^{10b}$, $(\text{CH}_2)_r\text{S}(\text{O})_2\text{NR}^{10a}\text{R}^{10a'}$, $(\text{CH}_2)_r\text{NR}^{10a}\text{S}(\text{O})_2\text{R}^{10b}$, C_{1-6} haloalkyl, a $(\text{CH}_2)_r\text{-C}_{3-10}$ carbocyclic residue substituted with 0-5 R^{10c} , and a $(\text{CH}_2)_r\text{-5-10}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10c} ;

R^{10a} and $\text{R}^{10a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(\text{CH}_2)_r\text{-C}_{3-10}$ carbocyclic residue substituted with 0-5 R^{10e} , and a $(\text{CH}_2)_r\text{-5-10}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e} ;

R^{10b} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(\text{CH}_2)_r\text{-C}_{3-6}$ carbocyclic residue substituted with 0-2 R^{10e} , and a $(\text{CH}_2)_r\text{-5-6}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e} ;

R^{10c} , at each occurrence, is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, Cl, Br, I, F, $(\text{CF}_2)_r\text{CF}_3$, NO_2 , CN, $(\text{CH}_2)_r\text{NR}^{10f}\text{R}^{10f}$, $(\text{CH}_2)_r\text{OH}$, $(\text{CH}_2)_r\text{OC}_{1-4}$ alkyl, $(\text{CH}_2)_r\text{SC}_{1-4}$ alkyl, $(\text{CH}_2)_r\text{C}(\text{O})\text{OH}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{10b}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{10f}\text{R}^{10f}$, $(\text{CH}_2)_r\text{NR}^{10f}\text{C}(\text{O})\text{R}^{10a}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{OC}_{1-4}$ alkyl, $(\text{CH}_2)_r\text{OC}(\text{O})\text{R}^{10b}$, $(\text{CH}_2)_r\text{C}(=\text{NR}^{10f})\text{NR}^{10f}\text{R}^{10f}$, $(\text{CH}_2)_r\text{S}(\text{O})_p\text{R}^{10b}$, $(\text{CH}_2)_r\text{NHC}(=\text{NR}^{10f})\text{NR}^{10f}\text{R}^{10f}$,

AMENDMENTS TO THE CLAIMS

$(\text{CH}_2)_r\text{S}(\text{O})_2\text{NR}^{10f}\text{R}^{10f}$, $(\text{CH}_2)_r\text{NR}^{10f}\text{S}(\text{O})_2\text{R}^{10b}$, and
 $(\text{CH}_2)_r\text{phenyl}$ substituted with 0-3 R^{10e} ;

R^{10d} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, a C_{3-10} carbocyclic residue substituted with 0-3 R^{10c} , and a 5-6 membered heterocyclic system containing 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R^{10c} ;

R^{10e} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(\text{CF}_2)_r\text{CF}_3$, $(\text{CH}_2)_r\text{OC}_{1-5}$ alkyl, OH, SH, $(\text{CH}_2)_r\text{SC}_{1-5}$ alkyl, $(\text{CH}_2)_r\text{NR}^{10f}\text{R}^{10f}$, and $(\text{CH}_2)_r\text{phenyl}$;

R^{10f} , at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl;

with the proviso that when R^{10} is -OH, R^9 is not halogen, cyano, or bonded to the carbon to which it is attached through a heteroatom;

alternatively, R^9 and R^{10} join to form C_{3-7} cycloalkyl;

R^{11} is selected from H, C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(\text{CH}_2)_q\text{OH}$, $(\text{CH}_2)_q\text{SH}$, $(\text{CH}_2)_q\text{OR}^{11d}$, $(\text{CH}_2)_q\text{SR}^{11d}$, $(\text{CH}_2)_q\text{NR}^{11a}\text{R}^{11a'}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{OH}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{11b}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{11a}\text{R}^{11a'}$, $(\text{CH}_2)_q\text{NR}^{11a}\text{C}(\text{O})\text{R}^{11a}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{OR}^{11b}$,

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$(\text{CH}_2)_q\text{OC}(\text{O})\text{R}^{11b}$, $(\text{CH}_2)_q\text{S}(\text{O})_p\text{R}^{11b}$,
 $(\text{CH}_2)_q\text{S}(\text{O})_2\text{NR}^{11a}\text{R}^{11a'}$, $(\text{CH}_2)_q\text{NR}^{11a}\text{S}(\text{O})_2\text{R}^{11b}$, C_{1-6}
haloalkyl, a $(\text{CH}_2)_r\text{-C}_{3-10}$ carbocyclic residue
substituted with 0-5 R^{11c} , and a $(\text{CH}_2)_r\text{-5-10}$
membered heterocyclic system containing 1-4
heteroatoms selected from N, O, and S, substituted
with 0-3 R^{11c} ;

$\text{R}^{11'}$ is selected from H, C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8}
alkynyl, $(\text{CH}_2)_q\text{OH}$, $(\text{CH}_2)_q\text{SH}$, $(\text{CH}_2)_q\text{OR}^{11d}$,
 $(\text{CH}_2)_q\text{SR}^{11d}$, $(\text{CH}_2)_q\text{NR}^{11a}\text{R}^{11a'}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{OH}$,
 $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{11b}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{11a}\text{R}^{11a'}$,
 $(\text{CH}_2)_q\text{NR}^{11a}\text{C}(\text{O})\text{R}^{11a}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{OR}^{11b}$,
 $(\text{CH}_2)_q\text{OC}(\text{O})\text{R}^{11b}$, $(\text{CH}_2)_q\text{S}(\text{O})_p\text{R}^{11b}$,
 $(\text{CH}_2)_q\text{S}(\text{O})_2\text{NR}^{11a}\text{R}^{11a'}$, $(\text{CH}_2)_q\text{NR}^{11a}\text{S}(\text{O})_2\text{R}^{11b}$, C_{1-6}
haloalkyl, a $(\text{CH}_2)_r\text{-C}_{3-6}$ cycloalkyl, $(\text{CH}_2)_q\text{-phenyl}$
substituted with 0-5 R^{11c} , and a $(\text{CH}_2)_q\text{-5-10}$
membered heterocyclic system containing 1-4
heteroatoms selected from N, O, and S, substituted
with 0-3 R^{11c} ;

R^{11a} and $\text{R}^{11a'}$, at each occurrence, are selected from H,
 C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(\text{CH}_2)_r\text{-C}_{3-10}$
carbocyclic residue substituted with 0-5 R^{11e} ,
and a $(\text{CH}_2)_r\text{-5-10}$ membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{11e} ;

R^{11b} , at each occurrence, is selected from C_{1-6} alkyl,
 C_{2-8} alkenyl, C_{2-8} alkynyl, a $(\text{CH}_2)_r\text{-C}_{3-6}$

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carbocyclic residue substituted with 0-2 R^{11e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11c}, at each occurrence, is selected from C₁₋₄ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, (CF₂)_rCF₃, NO₂, CN, (CH₂)_rNR^{11f}R^{11f}, (CH₂)_rOH, (CH₂)_rOC₁₋₄ alkyl, (CH₂)_rSC₁₋₄ alkyl, (CH₂)_rC(O)OH, (CH₂)_rC(O)R^{11b}, (CH₂)_rC(O)NR^{11f}R^{11f}, (CH₂)_rNR^{11f}C(O)R^{11a}, (CH₂)_rC(O)OC₁₋₄ alkyl, (CH₂)_rOC(O)R^{11b}, (CH₂)_rC(=NR^{11f})NR^{11f}R^{11f}, (CH₂)_rNHC(=NR^{11f})NR^{11f}R^{11f}, (CH₂)_rS(O)_pR^{11b}, (CH₂)_rS(O)₂NR^{11f}R^{11f}, (CH₂)_rNR^{11f}S(O)₂R^{11b}, and (CH₂)_rphenyl substituted with 0-3 R^{11e};

R^{11d}, at each occurrence, is selected from C₁₋₆ alkyl substituted with 0-3 R^{11e}, C₂₋₆ alkenyl, C₂₋₆ alkynyl, and a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{11c};

R^{11e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{11f}R^{11f}, and (CH₂)_rphenyl;

R^{11f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl;

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R^{12} is selected from H, C_{1-6} alkyl, $(CH_2)_qOH$, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_t$ phenyl substituted with 0-3 R^{12a} ;

R^{12a} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{9f}R^{9f}$, and $(CH_2)_r$ phenyl;

R^{13} , at each occurrence, is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, $(CF_2)_wCF_3$, $(CH_2)_qNR^{13a}R^{13a'}$, $(CH_2)_qOH$, $(CH_2)_qOR^{13b}$, $(CH_2)_qSH$, $(CH_2)_qSR^{13b}$, $(CH_2)_wC(O)OH$, $(CH_2)_wC(O)R^{13b}$, $(CH_2)_wC(O)NR^{13a}R^{13a'}$, $(CH_2)_qNR^{13d}C(O)R^{13a}$, $(CH_2)_wC(O)OR^{13b}$, $(CH_2)_qOC(O)R^{13b}$, $(CH_2)_wS(O)_pR^{13b}$, $(CH_2)_wS(O)_2NR^{13a}R^{13a'}$, $(CH_2)_qNR^{13d}S(O)_2R^{13b}$, and $(CH_2)_w$ -phenyl substituted with 0-3 R^{13c} ;

R^{13a} and $R^{13a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{13c} ;

R^{13b} , at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{13c} ;

R^{13c} , at each occurrence, is selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$,

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$(\text{CH}_2)_r\text{OC}_{1-5}$ alkyl, $(\text{CH}_2)_r\text{OH}$, $(\text{CH}_2)_r\text{SC}_{1-5}$ alkyl, and $(\text{CH}_2)_r\text{NR}^{13d}\text{R}^{13d}$;

R^{13d} , at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{14} is selected from C_{1-4} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, $\text{C}(\text{O})\text{NR}^{14a}\text{R}^{14a'}$, $\text{C}(\text{O})\text{R}^{14b}$, $\text{C}(\text{O})\text{OC}_{1-4}$ alkyl, $(\text{CH}_2)_r\text{S}(\text{O})_p\text{R}^{14b}$, $(\text{CH}_2)_r\text{phenyl}$ substituted with 0-3 R^{14c} ;

R^{14a} and $\text{R}^{14a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, and $(\text{CH}_2)_r\text{phenyl}$ substituted with 0-3 R^{14c} , and a $(\text{CH}_2)_{r-5-10}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{14c} ;

R^{14b} , at each occurrence, is selected from C_{1-6} alkyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, and $(\text{CH}_2)_r\text{phenyl}$ substituted with 0-3 R^{14c} , and a $(\text{CH}_2)_{r-5-10}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{14c} ; and

R^{14c} , at each occurrence, is selected from C_{1-6} alkyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(\text{CF}_2)_r\text{CF}_3$, $(\text{CH}_2)_r\text{OC}_{1-5}$ alkyl, OH, $(\text{CH}_2)_w\text{phenyl}$;

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R^{15} , at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_r C_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2 , CN, $(CHR')_r NR^{15a} R^{15a'}$, $(CHR')_r OH$, $(CHR')_r O(CHR')_r R^{15d}$, $(CHR')_r SH$, $(CHR')_r C(O)H$, $(CHR')_r S(CHR')_r R^{15d}$, $(CHR')_r C(O)OH$, $(CHR')_r C(O)(CHR')_r R^{15b}$, $(CHR')_r C(O)NR^{15a} R^{15a'}$, $(CHR')_r NR^{15f} C(O)(CHR')_r R^{15b}$, $(CHR')_r C(O)O(CHR')_r R^{15d}$, $(CHR')_r OC(O)(CHR')_r R^{15b}$, $(CHR')_r C(=NR^{15f})NR^{15a} R^{15a'}$, $(CHR')_r NHC(=NR^{15f})NR^{15f} R^{15f}$, $(CHR')_r S(O)_p(CHR')_r R^{15b}$, $(CHR')_r S(O)_2 NR^{15a} R^{15a'}$, $(CHR')_r NR^{15f} S(O)_2(CHR')_r R^{15b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R' , C_{2-8} alkynyl substituted with 0-3 R' , $(CHR')_r$ phenyl substituted with 0-3 R^{15e} , and a $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e} ;

R^{15a} and $R^{15a'}$, at each occurrence, are selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r$ - C_{3-10} carbocyclic residue substituted with 0-5 R^{15e} , and a $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e} ;

R^{15b} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r$ - C_{3-6} carbocyclic residue substituted with 0-3 R^{15e} , and $(CH_2)_r$ -5-6 membered heterocyclic system containing

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1-4 heteroatoms selected from N, O, and S,
substituted with 0-2 R^{15e};

R^{15d}, at each occurrence, is selected from C₂₋₈ alkenyl,
C₂₋₈ alkynyl, C₁₋₆ alkyl substituted with 0-3 R^{15e},
a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with
0-3 R^{15e}, and a (CH₂)_r 5-6 membered heterocyclic
system containing 1-4 heteroatoms selected from N,
O, and S, substituted with 0-3 R^{15e};

R^{15e}, at each occurrence, is selected from C₁₋₆ alkyl,
C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl,
Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅
alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{15f}R^{15f},
and (CH₂)_rphenyl;

R^{15f}, at each occurrence, is selected from H, C₁₋₅
alkyl, C₃₋₆ cycloalkyl, and phenyl;

R¹⁶, at each occurrence, is selected from C₁₋₈ alkyl,
C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl,
Cl, Br, I, F, NO₂, CN, (CHR')_rNR^{16a}R^{16a'}, (CHR')_rOH,
(CHR')_rO(CHR')_rR^{16d}, (CHR')_rSH, (CHR')_rC(O)H,
(CHR')_rS(CHR')_rR^{16d}, (CHR')_rC(O)OH,
(CHR')_rC(O)(CHR')_rR^{16b}, (CHR')_rC(O)NR^{16a}R^{16a'},
(CHR')_rNR^{16f}C(O)(CHR')_rR^{16b},
(CHR')_rC(O)O(CHR')_rR^{16d}, (CHR')_rOC(O)(CHR')_rR^{16b},
(CHR')_rC(=NR^{16f})NR^{16a}R^{16a'},
(CHR')_rNHC(=NR^{16f})NR^{16f}R^{16f}, (CHR')_rS(O)_p(CHR')_rR^{16b},

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$(\text{CHR}')_r\text{S}(\text{O})_2\text{NR}^{16a}\text{R}^{16a'}$, $(\text{CHR}')_r\text{NR}^{16f}\text{S}(\text{O})_2(\text{CHR}')_r\text{R}^{16b}$,
C₁₋₆ haloalkyl, C₂₋₈ alkenyl substituted with 0-3
R', C₂₋₈ alkynyl substituted with 0-3 R', and
 $(\text{CHR}')_r$ phenyl substituted with 0-3 R^{16e};

R^{16a} and R^{16a'}, at each occurrence, are selected from H,
C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, a (CH₂)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{16e},
and a (CH₂)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-2 R^{16e};

R^{16b}, at each occurrence, is selected from C₁₋₆ alkyl,
C₂₋₈ alkenyl, C₂₋₈ alkynyl, a (CH₂)_r-C₃₋₆ carbocyclic
residue substituted with 0-3 R^{16e}, and a (CH₂)_r-
5-6 membered heterocyclic system containing 1-4
heteroatoms selected from N, O, and S, substituted
with 0-2 R^{16e};

R^{16d}, at each occurrence, is selected from C₂₋₈ alkenyl,
C₂₋₈ alkynyl, C₁₋₆ alkyl substituted with 0-3 R^{16e},
a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with
0-3 R^{16e}, and a (CH₂)_r-5-6 membered heterocyclic
system containing 1-4 heteroatoms selected from N,
O, and S, substituted with 0-3 R^{16e};

R^{16e}, at each occurrence, is selected from C₁₋₆ alkyl,
C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_r-C₃₋₆ cycloalkyl,
Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅

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alkyl, OH, SH, $(\text{CH}_2)_r\text{SC}_{1-5}$ alkyl, $(\text{CH}_2)_r\text{NR}^{16f}\text{R}^{16f}$,
and $(\text{CH}_2)_r\text{phenyl}$;

R^{16f} , at each occurrence, is selected from H, C_{1-5}
alkyl, and C_{3-6} cycloalkyl, and phenyl;

v is selected from 0, 1, and 2;

t is selected from 1 and 2;

w is selected from 0 and 1;

r is selected from 0, 1, 2, 3, 4, and 5;

q is selected from 1, 2, 3, 4, and 5; and

p is selected from 1, 2, and 3.

2. (Original) The compound according to Claim 1,
wherein:

R^4 is absent, taken with the nitrogen to which it is
attached to form an N-oxide, or selected from C_{1-8}
alkyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, and $(\text{CH}_2)_r\text{-phenyl}$
substituted with 0-3 R^{4c} ;

R^{4c} , at each occurrence, is selected from C_{1-6} alkyl,
 C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F,
Br, I, CN, NO_2 , $(\text{CF}_2)_r\text{CF}_3$, $(\text{CH}_2)_r\text{OC}_{1-5}$ alkyl,
 $(\text{CH}_2)_r\text{OH}$, $(\text{CH}_2)_r\text{SC}_{1-5}$ alkyl, $(\text{CH}_2)_r\text{NR}^{4a}\text{R}^{4a'}$, and
 $(\text{CH}_2)_r\text{phenyl}$;

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R² is selected from H and C₁₋₄ alkyl;

R⁶, at each occurrence, is selected from C₁₋₄ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, (CF₂)_rCF₃, CN, (CH₂)_rOH, (CH₂)_rOR^{6b}, (CH₂)_rC(O)R^{6b}, (CH₂)_rC(O)NR^{6a}R^{6a'}, (CH₂)_rNR^{6d}C(O)R^{6a}, and (CH₂)_tphenyl substituted with 0-3 R^{6c};

R^{6a} and R^{6a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and phenyl substituted with 0-3 R^{6c};

R^{6b}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and phenyl substituted with 0-3 R^{6c};

R^{6c}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, (CH₂)_rOH, (CH₂)_rSC₁₋₅ alkyl, and (CH₂)_rNR^{6d}R^{6d};

R^{6d}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R⁷, is selected from H, C₁₋₃ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, (CH₂)_qOH, (CH₂)_qOR^{7d}, (CH₂)_qNR^{7a}R^{7a'}, (CH₂)_rC(O)R^{7b}, (CH₂)_rC(O)NR^{7a}R^{7a'}, (CH₂)_qNR^{7a}C(O)R^{7a}, C₁₋₆ haloalkyl, (CH₂)_rphenyl with 0-2 R^{7c};

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R^{7a} and R^{7a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_rphenyl substituted with 0-3 R^{7e};

R^{7b}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, (CH₂)_rphenyl substituted with 0-3 R^{7e};

R^{7c}, at each occurrence, is selected from C₁₋₄ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, (CF₂)_rCF₃, NO₂, CN, (CH₂)_rNR^{7f}R^{7f}, (CH₂)_rOH, (CH₂)_rOC₁₋₄ alkyl, (CH₂)_rC(O)R^{7b}, (CH₂)_rC(O)NR^{7f}R^{7f}, (CH₂)_rNR^{7f}C(O)R^{7a}, (CH₂)_rS(O)_pR^{7b}, (CH₂)_rS(O)₂NR^{7f}R^{7f}, (CH₂)_rNR^{7f}S(O)₂R^{7b}, and (CH₂)_rphenyl substituted with 0-2 R^{7e};

R^{7d}, at each occurrence, is selected from C₁₋₆ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, (CH₂)_rphenyl substituted with 0-3 R^{7e};

R^{7e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{7f}R^{7f}, and (CH₂)_rphenyl;

R^{7f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl;

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R⁸ is H or joins with R⁷ to form =NR^{8b};

R⁹, is selected from H, C₁₋₃ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, (CH₂)_rOH, (CH₂)_rOR^{9d}, (CH₂)_rNR^{9a}R^{9a'}, (CH₂)_rC(O)R^{9b}, (CH₂)_rC(O)NR^{9a}R^{9a'}, (CH₂)_rNR^{9a}C(O)R^{9a}, C₁₋₆ haloalkyl, (CH₂)_rphenyl with 0-2 R^{9c}, (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R¹⁵;

R^{9'}, is selected from H, C₁₋₃ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, (CH₂)_rOH, (CH₂)_rOR^{9d}, (CH₂)_rNR^{9a}R^{9a'}, (CH₂)_rC(O)R^{9b}, (CH₂)_rC(O)NR^{9a}R^{9a'}, (CH₂)_rNR^{9a}C(O)R^{9a}, C₁₋₆ haloalkyl, (CH₂)_rphenyl with 0-2 R^{9c}, (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R¹⁵;

R^{9a} and R^{9a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_rphenyl substituted with 0-3 R^{9e};

R^{9b}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, (CH₂)_rphenyl substituted with 0-3 R^{9e};

R^{9c}, at each occurrence, is selected from C₁₋₄ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, (CF₂)_rCF₃, NO₂, CN, (CH₂)_rNR^{9f}R^{9f},

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$(\text{CH}_2)_r\text{OH}$, $(\text{CH}_2)_r\text{OC}_{1-4}\text{ alkyl}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{9b}$,
 $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{9f}\text{R}^{9f}$, $(\text{CH}_2)_r\text{NR}^{9f}\text{C}(\text{O})\text{R}^{9a}$,
 $(\text{CH}_2)_r\text{S}(\text{O})_p\text{R}^{9b}$, $(\text{CH}_2)_r\text{S}(\text{O})_2\text{NR}^{9f}\text{R}^{9f}$,
 $(\text{CH}_2)_r\text{NR}^{9f}\text{S}(\text{O})_2\text{R}^{9b}$, and $(\text{CH}_2)_r\text{phenyl}$ substituted
with 0-2 R^{9e} ;

R^{9d} , at each occurrence, is selected from C_{1-6} alkyl,
 $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, $(\text{CH}_2)_r\text{phenyl}$ substituted
with 0-3 R^{9e} ;

R^{9e} , at each occurrence, is selected from C_{1-6} alkyl,
 C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F,
Br, I, CN, NO_2 , $(\text{CF}_2)_r\text{CF}_3$, $(\text{CH}_2)_r\text{OC}_{1-5}\text{ alkyl}$, OH,
SH, $(\text{CH}_2)_r\text{SC}_{1-5}\text{ alkyl}$, $(\text{CH}_2)_r\text{NR}^{9f}\text{R}^{9f}$, and
 $(\text{CH}_2)_r\text{phenyl}$;

R^{9f} , at each occurrence, is selected from H, C_{1-5} alkyl
and C_{3-6} cycloalkyl;

R^{10} is H;

R^{11} , is selected from H, C_{1-3} alkyl, $(\text{CH}_2)_r\text{C}_{3-6}$
cycloalkyl, $(\text{CH}_2)_q\text{OH}$, $(\text{CH}_2)_q\text{OR}^{11d}$, $(\text{CH}_2)_q\text{NR}^{11a}\text{R}^{11a'}$,
 $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{11b}$, $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{11a}\text{R}^{11a'}$,
 $(\text{CH}_2)_q\text{NR}^{11a}\text{C}(\text{O})\text{R}^{11a}$, C_{1-6} haloalkyl, $(\text{CH}_2)_r\text{phenyl}$
with 0-2 R^{11c} , $(\text{CH}_2)_{r-5-10}$ membered heterocyclic
system containing 1-4 heteroatoms selected from N,
O, and S, substituted with 0-3 R^{15} ;

AMENDMENTS TO THE CLAIMS

R^{11'}, is selected from H, C₁₋₃ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, (CH₂)_qOH, (CH₂)_qOR^{11d}, (CH₂)_qNR^{11a}R^{11a'}, (CH₂)_rC(O)R^{11b}, (CH₂)_rC(O)NR^{11a}R^{11a'}, (CH₂)_qNR^{11a}C(O)R^{11a}, C₁₋₆ haloalkyl, (CH₂)_rphenyl with 0-2 R^{11c}, (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R¹⁵;

R^{11a} and R^{11a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_rphenyl substituted with 0-3 R^{11e};

R^{11b}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, (CH₂)_rphenyl substituted with 0-3 R^{11e};

R^{11c}, at each occurrence, is selected from C₁₋₄ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, (CF₂)_rCF₃, NO₂, CN, (CH₂)_rNR^{11f}R^{11f}, (CH₂)_rOH, (CH₂)_rOC₁₋₄ alkyl, (CH₂)_rC(O)R^{11b}, (CH₂)_rC(O)NR^{11f}R^{11f}, (CH₂)_rNR^{11f}C(O)R^{11a}, (CH₂)_rS(O)_pR^{11b}, (CH₂)_rS(O)₂NR^{11f}R^{11f}, (CH₂)_rNR^{11f}S(O)₂R^{11b}, and (CH₂)_rphenyl substituted with 0-2 R^{11e};

R^{11d}, at each occurrence, is selected from C₁₋₆ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, (CH₂)_rphenyl substituted with 0-3 R^{11e};

AMENDMENTS TO THE CLAIMS

R^{11e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{11f}R^{11f}, and (CH₂)_rphenyl;

R^{11f}, at each occurrence, is selected from H, C₁₋₅ alkyl and C₃₋₆ cycloalkyl;

R¹² is H;

R¹³, at each occurrence, is selected from C₁₋₄ alkyl, C₃₋₆ cycloalkyl, (CH₂)NR^{13a}R^{13a'}, (CH₂)OH, (CH₂)OR^{13b}, (CH₂)_wC(O)R^{13b}, (CH₂)_wC(O)NR^{13a}R^{13a'}, (CH₂)NR^{13d}C(O)R^{13a}, (CH₂)_wS(O)₂NR^{13a}R^{13a'}, (CH₂)NR^{13d}S(O)₂R^{13b}, and (CH₂)_w-phenyl substituted with 0-3 R^{13c};

R^{13a} and R^{13a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and phenyl substituted with 0-3 R^{13c};

R^{13b}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and phenyl substituted with 0-3 R^{13c};

R^{13c}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, (CH₂)_rOH, and (CH₂)_rNR^{13d}R^{13d};

AMENDMENTS TO THE CLAIMS

R^{13d}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

v is selected from 1 and 2;

q is selected from 1, 2, and 3; and

r is selected from 0, 1, 2, and 3.

3. (Original) The compound according to Claim 2, wherein:

R³ is selected from a (CR^{3'}H)_r-carbocyclic residue substituted with 0-5 R¹⁵, wherein the carbocyclic residue is selected from phenyl, C₃₋₆ cycloalkyl, naphthyl, and adamantyl; and a (CR^{3'}H)_r-heterocyclic system substituted with 0-3 R¹⁵, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, isoindolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl; and

R⁵ is selected from (CR^{5'}H)_t-phenyl substituted with 0-5 R¹⁶; and a (CR^{5'}H)_t-heterocyclic system substituted with 0-3 R¹⁶, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl,

AMENDMENTS TO THE CLAIMS

benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, isoindolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl.

4. (Original) The compound according to Claim 3, wherein:

R⁴ is absent; and

R⁹, R^{9'}, R¹⁰, R¹¹, R^{11'}, R¹², and R¹³ are H.

5. (Original) The compound according to Claim 4, wherein the

R¹⁶, at each occurrence, is selected from C₁₋₈ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, CF₃, Cl, Br, I, F, (CH₂)_rNR^{16a}R^{16a'}, NO₂, CN, OH, (CH₂)_rOR^{16d}, (CH₂)_rC(O)R^{16b}, (CH₂)_rC(O)NR^{16a}R^{16a'}, (CH₂)_rNR^{16f}C(O)R^{16b}, (CH₂)_rS(O)_pR^{16b}, (CH₂)_rS(O)₂NR^{16a}R^{16a'}, (CH₂)_rNR^{16f}S(O)₂R^{16b}, and (CH₂)_rphenyl substituted with 0-3 R^{16e};

R^{16a} and R^{16a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{16e};

AMENDMENTS TO THE CLAIMS

R^{16b}, at each occurrence, is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{16e};

R^{16d}, at each occurrence, is selected from C₁₋₆ alkyl and phenyl;

R^{16e}, at each occurrence, is selected from C₁₋₆ alkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, OH, and (CH₂)_rOC₁₋₅ alkyl; and

R^{16f}, at each occurrence, is selected from H, and C₁₋₅ alkyl.

6. (Original) The compound according to Claim 5, wherein R⁵ is CH₂-phenyl substituted with 0-3 R¹⁶.

7. (Original) The compound according to Claim 6, wherein:

R³ is selected from a carbocyclic residue substituted with 0-3 R¹⁵, wherein the carbocyclic residue is selected from phenyl and C₃₋₆ cycloalkyl; and a heterocyclic system substituted with 0-3 R¹⁵, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, isoindolyl, piperidinyl, pyrrazolyl, 1,2,4-

AMENDMENTS TO THE CLAIMS

triazolyl, 1,2,3-triazolyl, tetrazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl.

8. (Original) The compound according to Claim 7, wherein:

R¹⁵, at each occurrence, is selected from C₁₋₈ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, CF₃, Cl, Br, I, F, (CH₂)_rNR^{15a}R^{15a'}, NO₂, CN, OH, (CH₂)_rOR^{15d}, (CH₂)_rC(O)R^{15b}, (CH₂)_rC(O)NR^{15a}R^{15a'}, (CH₂)_rNR^{15f}C(O)R^{15b}, (CH₂)_rS(O)_pR^{15b}, (CH₂)_rS(O)₂NR^{15a}R^{15a'}, (CH₂)_rNR^{15f}S(O)₂R^{15b}, (CH₂)_rphenyl substituted with 0-3 R^{15e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15a} and R^{15a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{15e};

R^{15b}, at each occurrence, is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{15e};

R^{15d}, at each occurrence, is selected from C₁₋₆ alkyl and phenyl;

AMENDMENTS TO THE CLAIMS

R^{15e} , at each occurrence, is selected from C_{1-6} alkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, OH, and $(CH_2)_rOC_{1-5}$ alkyl; and

R^{15f} , at each occurrence, is selected from H, and C_{1-5} alkyl.

9. (Original) The compound according to Claim 8, wherein E is $-CR^7R^8-$.

10. (Original) The compound according to Claim 9, wherein:

Z is selected from $C(O)NR^2R^3$, $C(=NR^1)NR^2R^3$, $C(=CHCN)NR^2R^3$, $C(=CHNO_2)NR^2R^3$, and $C(=C(CN)_2)NR^2R^3$.

11. (Original) The compound according to Claim 10, wherein:

R^6 is H; and

when K is CHR^5 , either:

- 1) M is absent, or
- 2) Z is other than $C(O)NR^2R^3$.

12. (Original) The compound according to Claim 11, wherein

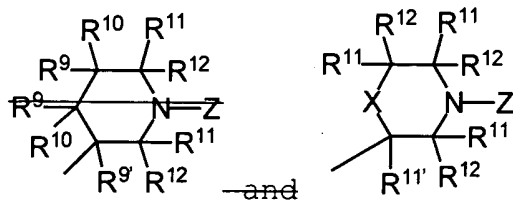
E is $-CH_2-$.

13. (Canceled)

AMENDMENTS TO THE CLAIMS

14. (Currently Amended) The compound according to Claim 11 ~~13~~, wherein:

Y is ~~selected from:~~



15. (Original) The compound according to Claim 11, wherein:

R¹⁶, at each occurrence, is selected from C₁₋₈ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, CF₃, Cl, Br, I, F, (CH₂)_rNR^{16a}R^{16a'}, CN, OH, OCF₃, (CH₂)_rOR^{16d}, (CH₂)_rC(O)R^{16b};

R^{16a} and R^{16a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R^{16b}, at each occurrence, is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{16e};

R^{16d}, at each occurrence, is selected from C₁₋₆ alkyl and phenyl.

16. (Original) The compound according to Claim 15, wherein R¹⁶ is selected from F, Cl, Br, OCF₃, and CF₃.

AMENDMENTS TO THE CLAIMS

17. (Original) The compound according to Claim 11, wherein:

R¹⁵, at each occurrence, is selected from CN, C(O)R^{15b}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15b}, at each occurrence, is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{15e}; and

R^{15e}, at each occurrence, is selected from C₁₋₆ alkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, OH, and (CH₂)_rOC₁₋₅ alkyl.

18. (Original) The compound according to Claim 15, wherein:

R¹⁵, at each occurrence, is selected from CN, C(O)R^{15b}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15b}, at each occurrence, is selected from C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{15e}; and

AMENDMENTS TO THE CLAIMS

R^{15e} , at each occurrence, is selected from C_{1-6} alkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, OH, and $(CH_2)_rOC_{1-5}$ alkyl.

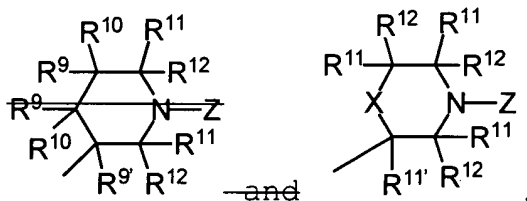
19. (Original) The compound according to Claim 11, wherein:

J and Q are CH_2 ; and
M is absent or CH_2 .

20. (Currently Amended) The compound according to Claim 15, wherein:

E is $-CH_2-$; and

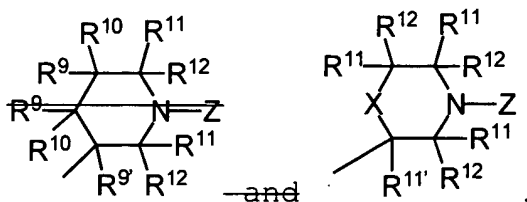
Y is ~~selected from:~~



21. (Currently Amended) The compound according to Claim 17, wherein:

E is $-CH_2-$; and

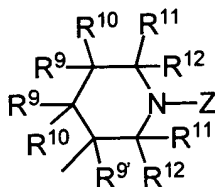
Y is ~~selected from:~~



AMENDMENTS TO THE CLAIMS

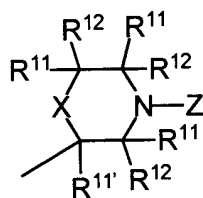
22. (Canceled) The compound according to Claim 19, wherein:

Y is:



23. (Currently Amended) The compound according to Claim 19, wherein:

Y is:



~~and X is selected from O and NR¹⁴.~~

24. (Canceled)

25. (Original) The compound according to Claim 23, wherein K is CH₂.

26. (Original) The compound according to Claim 1, wherein:

Z is selected from C(=NR¹)NR²R³ and C(=C(CN)₂)NR²R³.

27. (Original) The compound according to Claim 2, wherein:

AMENDMENTS TO THE CLAIMS

Z is selected from $C(=NR^1)NR^2R^3$ and $C(=C(CN)_2)NR^2R^3$.

28. (Original) The compound according to Claim 4, wherein:

Z is selected from $C(=NR^1)NR^2R^3$ and $C(=C(CN)_2)NR^2R^3$.

29. (Original) The compound according to Claim 7, wherein:

Z is selected from $C(=NR^1)NR^2R^3$ and $C(=C(CN)_2)NR^2R^3$.

30. (Original) The compound according to Claim 13, wherein:

Z is selected from $C(=NR^1)NR^2R^3$ and $C(=C(CN)_2)NR^2R^3$.

31. (Canceled)

32. (Original) The compound according to Claim 23, wherein:

Z is selected from $C(=NCN)NR^2R^3$ and $C(=C(CN)_2)NR^2R^3$.

33. (Canceled)

34. (Original) The compound according to Claim 25, wherein:

Z is selected from $C(=NCN)NHR^3$ and $C(=C(CN)_2)NHR^3$; and R^{16} is selected from F, Cl, Br, OCF_3 , and CF_3 .

AMENDMENTS TO THE CLAIMS

35. (Original) The compound according to Claim 14, wherein:

Z is selected from $C(=NCN)NR^2R^3$ and $C(=C(CN)_2)NR^2R^3$.

36. (Original) The compound according to Claim 11, wherein R^3 is phenyl substituted with 0-3 R^{15} .

37. (Original) The compound according to Claim 14, wherein R^3 is phenyl substituted with 0-3 R^{15} .

38. (Original) The compound according to Claim 17, wherein R^3 is phenyl substituted with 0-3 R^{15} .

39. (Original) The compound according to Claim 14, wherein:

R^3 is phenyl substituted with 0-3 R^{15} ;

Z is selected from $C(=NR^1)NR^2R^3$ and $C(=C(CN)_2)NR^2R^3$;

J and Q are CH_2 ; and

M is absent or CH_2 .

40. (Currently Amended) The compound according to Claim 1, wherein the compound of formula I is selected from:

~~(+/-) N-phenyl-3-[[4-(phenylmethyl)-1-piperidinyl]methyl]-1-piperidinecarboxamide,~~

~~(+/-) N-(3-methoxyphenyl)-3-[[4-(phenylmethyl)-1-piperidinyl]methyl]-1-piperidinecarboxamide,~~

AMENDMENTS TO THE CLAIMS

~~(+/-) N-(3-carboethoxyphenyl)-3-[[4-(phenylmethyl)-1-piperidinyl]methyl]-1-piperidinecarboxamide,~~

~~(+/-) N-(3-cyanophenyl)-3-[[4-(phenylmethyl)-1-piperidinyl]methyl]-1-piperidinecarboxamide,~~

~~(+/-) N-(1-adamantyl)-3-[[4-(phenylmethyl)-1-piperidinyl]methyl]-1-piperidinecarboxamide,~~

~~N-phenyl-4-[[4-(phenylmethyl)-1-piperidinyl]methyl]-1-piperidinecarboxamide,~~

~~N-(3-cyanophenyl)-4-[[4-(phenylmethyl)-1-piperidinyl]methyl]-1-piperidinecarboxamide,~~

~~N-(1-adamantyl)-4-[[4-(phenylmethyl)-1-piperidinyl]methyl]-1-piperidinecarboxamide,~~

~~N-(3-methoxyphenyl)-4-[[4-(phenylmethyl)-1-piperidinyl]methyl]-1-piperidinecarboxamide,~~

~~N-(3-carboethoxyphenyl)-4-[[4-(phenylmethyl)-1-piperidinyl]methyl]-1-piperidinecarboxamide,~~

~~1-benzoyl-4-[[4-(phenylmethyl)-1-piperidinyl]methyl]-piperidine,~~

~~1-phenylacetyl-4-[[4-(phenylmethyl)-1-piperidinyl]methyl]piperidine,~~

~~1-(3,4-dimethoxybenzoyl)-4-[[4-(phenylmethyl)-1-piperidinyl]methyl]piperidine,~~

AMENDMENTS TO THE CLAIMS

~~1-(3,5-dichlorobenzoyl)-4-[[4-(phenylmethyl)-1-piperidinyl]methyl]piperidine,~~

~~1-(3,5-difluorobenzoyl)-4-[[4-(phenylmethyl)-1-piperidinyl]methyl]piperidine,~~

~~1-(3,5-dimethoxybenzoyl)-4-[[4-(phenylmethyl)-1-piperidinyl]methyl]piperidine,~~

~~1-(3,4-methylenedioxybenzoyl)-4-[[4-(phenylmethyl)-1-piperidinyl]methyl]piperidine,~~

~~1-(2-thiophenesulfonyl)-4-[[4-(phenylmethyl)-1-piperidinyl]methyl]piperidinecarboxamide,~~

~~1-(3-methoxyphenylacetyl)-4-[[4-(phenylmethyl)-1-piperidinyl]methyl]piperidine,~~

~~1-(4-methoxyphenylacetyl)-4-[[4-(phenylmethyl)-1-piperidinyl]methyl]piperidine,~~

~~(+/-)-N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,~~

~~(+/-)-N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,~~

~~(+/-)-N-(1-adamantylphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,~~

AMENDMENTS TO THE CLAIMS

~~(+/-) N-(3-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,~~

~~(+/-) N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,~~

~~(+/-) N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,~~

~~(+/-) N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,~~

~~(+/-) N-(3-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,~~

~~(+/-) N-(4-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,~~

~~(+/-) N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,~~

~~(+/-) N-(1-adamantylphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,~~

AMENDMENTS TO THE CLAIMS

~~(+/-) N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,~~

~~(+/-) N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,~~

~~(+/-) 1-phenylsulfonyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-piperidinecarboxamide,~~

~~(+/-) 1-benzoyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,~~

~~(+/-) 1-benzyloxycarbonyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,~~

~~(+/-) N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-pyrrolidinecarboxamide,~~

~~(+/-) N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-pyrrolidinecarboxamide,~~

~~(+/-) N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-pyrrolidinecarboxamide,~~

~~(+/-) N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,~~

AMENDMENTS TO THE CLAIMS

~~(+/-) N-(3-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-pyrrolidinecarboxamide,~~

~~(+/-) N-(4-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-pyrrolidinecarboxamide,~~

~~(+/-) N-(1-adamantylphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-pyrrolidinecarboxamide,~~

~~(+/-) N-phenyl-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,~~

~~(+/-) N-(3-cyanophenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,~~

~~(+/-) N-(3-methoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,~~

~~(+/-) N-(4-fluorophenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,~~

~~(+/-) N-(3-carboethoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,~~

AMENDMENTS TO THE CLAIMS

~~(+/-) N-(4-carboethoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,~~

~~(+/-) N-(1-adamantylphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1-piperidinecarboxamide,~~

~~(+/-) N-phenyl-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,~~

~~(+/-) N-(3-cyanophenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,~~

~~(+/-) N-(3-methoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,~~

~~(+/-) N-(4-fluorophenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,~~

~~(+/-) N-(3-carboethoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,~~

~~(+/-) N-(4-carboethoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,~~

AMENDMENTS TO THE CLAIMS

~~(+/-)-N-(1-adamantylphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1-piperidinecarboxamide,~~

(+/-)-N-(3-cyanophenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-4-morpholinecarboxamide,

(+/-)-N-(3-carboethoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-4-morpholinecarboxamide,

(+/-)-N-(4-carboethoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-4-morpholinecarboxamide,

(+/-)-N-(4-fluorophenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-4-morpholinecarboxamide,

(+/-)-N-(1-adamantylphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-4-morpholinecarboxamide,

(+/-)-N-phenyl-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-4-morpholinecarboxamide,

(+/-)-N-(3-methoxyphenyl)-2-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-4-morpholinecarboxamide,

AMENDMENTS TO THE CLAIMS

~~(+/-) N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-hydroxy-1-piperidinecarboxamide,~~

~~(+/-) N-(3-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-hydroxy-1-piperidinecarboxamide,~~

~~(+/-) N-(4-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-hydroxy-1-piperidinecarboxamide,~~

~~(+/-) N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-hydroxy-1-piperidinecarboxamide,~~

~~(+/-) N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-hydroxy-1-piperidinecarboxamide,~~

~~(+/-) N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-hydroxy-1-piperidinecarboxamide,~~

~~(+/-) N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-phenylmethyl-1-piperidinecarboxamide,~~

~~(+/-) N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-phenylmethyl-1-piperidinecarboxamide,~~

AMENDMENTS TO THE CLAIMS

~~(+/-) N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-phenylmethyl-1-piperidinecarboxamide,~~

~~(+/-) N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3-phenylmethyl-1-piperidine-carboxamide,~~

~~(+/-) (cis) N-(3-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidine-carboxamide,~~

~~(+/-) (cis) N-(3-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,~~

~~(+/-) (cis) N-(4-carboethoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,~~

~~(+/-) (cis) N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,~~

~~(+/-) (cis) N-phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidine-carboxamide,~~

~~(+/-) (cis) N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,~~

AMENDMENTS TO THE CLAIMS

~~(+/-) (trans) N (3-cyanophenyl) 3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,~~

~~(+/-) (trans) N (3-carboethoxyphenyl) 3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,~~

~~(+/-) (trans) N (4-carboethoxyphenyl) 3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,~~

~~(+/-) (trans) N (4-fluorophenyl) 3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,~~

~~(+/-) (trans) N-phenyl 3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,~~

~~(+/-) (trans) N (3-methoxyphenyl) 3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,~~

~~(+/-) (trans) N (3-acetylphenyl) 3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-2-phenylmethyl-1-piperidinecarboxamide,~~

~~(+/-) N (3-cyanophenyl) 3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3,4-dihydro-2(1H)-isoquinoline-carboxamide,~~

AMENDMENTS TO THE CLAIMS

~~(+/-) N-(phenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3,4-dihydro-2(1H)-isoquinolinecarboxamide,~~

~~(+/-) N-(3-methoxyphenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3,4-dihydro-2(1H)-isoquinoline-carboxamide,~~

~~(+/-) 3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1,2,3,4-tetrahydro-2-(phenylacetyl)isoquinoline,~~

~~(+/-) 3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-1,2,3,4-tetrahydro-2-(phenylmethylsulfonyl)isoquinoline,~~

~~(+/-) Phenyl-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3,4-dihydro-2(1H)-isoquinolinecarboxylate,~~

~~(+/-) N-(4-cyanophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3,4-dihydro-2(1H)-isoquinoline-carboxamide,~~

~~(+/-) N-(4-fluorophenyl)-3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]methyl]-3,4-dihydro-2(1H)-isoquinoline-carboxamide,~~

~~(+/-) N-(3-cyanophenyl)-3-[2-[4-[(phenyl)methyl]-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-carboxamide,~~

AMENDMENTS TO THE CLAIMS

~~(+/-)-3-[[4-[(phenyl)methyl]-1-piperidinyl]ethyl]-
1,2,3,4-tetrahydro-2-(phenylsulfonyl)isoquinoline,~~

~~(+/-)-N-(4-fluorophenyl)-3-[2-[4-[(phenyl)methyl]-1-
piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-
carboxamide,~~

~~(+/-)-N-(phenyl)-3-[2-[4-[(phenyl)methyl]-1-
piperidinyl]ethyl]-3,4-dihydro-2(1H)-
isoquinolinecarboxamide,~~

~~(+/-)-3-[[4-[(phenyl)methyl]-1-piperidinyl]ethyl]-
1,2,3,4-tetrahydro-2-(2-
thiophenesulfonyl)isoquinoline,~~

~~(+/-)-3-[[4-[(phenyl)methyl]-1-piperidinyl]ethyl]-
1,2,3,4-tetrahydro-2-(phenacetyl)isoquinoline,~~

~~(+/-)-N-(3-methoxyphenyl)-3-[2-[4-[(phenyl)methyl]-1-
piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-
carboxamide,~~

~~(+/-)-N-(phenyl)-3-[2-[4-[(4-fluorophenyl)methyl]-1-
piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-
carboxamide,~~

~~(+/-)-N-(3-methoxyphenyl)-3-[2-[4-[(4-
fluorophenyl)methyl]-1-piperidinyl]ethyl]-3,4-
dihydro-2(1H)-isoquinoline-carboxamide,~~

AMENDMENTS TO THE CLAIMS

~~(+/-) N-(3-cyanophenyl)-3-[2-[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-carboxamide,~~

~~(+/-) 3-[[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-1,2,3,4-tetrahydro-2-(phenylmethylsulfonyl)isoquinoline,~~

~~(+/-) Phenyl-3-[2-[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-carboxylate,~~

~~(+/-) N-(3-carboethoxyphenyl)-3-[2-[4-[(phenyl)methyl]-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-carboxamide,~~

~~(+/-) N-(3-carboethoxyphenyl)-3-[2-[4-[(4-fluorophenyl)methyl]-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinolinecarboxamide,~~

~~(+/-) N-(3-cyanophenyl)-4-[2-[4-(phenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinolinecarboxamide,~~

~~(+/-) 4-[2-[4-(phenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)phenylsulfonyl-isoquinoline,~~

~~(+/-) N-(4-fluorophenyl)-4-[2-[4-(phenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinolinecarboxamide,~~

AMENDMENTS TO THE CLAIMS

~~(+/-) N-(phenyl)-4-[2-[4-(phenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinolinecarboxamide,~~

~~(+/-) N-(3-methoxyphenyl)-4-[2-[4-(phenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-carboxamide,~~

~~(+/-) Phenyl-4-[2-[4-(phenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinolinecarboxylate,~~

~~(+/-) 4-[2-[4-(phenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-phenacetyl-isoquinoline,~~

~~(+/-) N-(3-cyanophenyl)-4-[2-[4-(4-fluorophenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-carboxamide,~~

~~(+/-) 4-[2-[4-(4-fluorophenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-[phenyl]sulfonyl-isoquinoline,~~

~~(+/-) 4-[2-[4-(4-fluorophenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-[phenacetyl]-isoquinoline,~~

~~(+/-) 4-[2-[4-(4-fluorophenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-[phenylmethyl]sulfonylisoquinoline,~~

AMENDMENTS TO THE CLAIMS

~~(+/-)-N-(4-carbethoxyphenyl)-4-[2-[4-(4-fluorophenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinoline-carboxamide,~~

~~(+/-)-N-(4-fluorophenyl)-4-[2-[4-(phenylmethyl)-1-piperidinyl]ethyl]-3,4-dihydro-2(1H)-isoquinolinecarboxamide,~~

(2R)-2-{{4-(4-fluorobenzyl)-1-piperidinyl}methyl}-4-[(2R)-3,3,3-trifluoro-2-methoxy-2-phenylpropanoyl]morpholine,

(2R)-N-(3-acetylphenyl)-2-{{4-(4-fluorobenzyl)-1-piperidinyl}methyl}-4-morpholinecarboxamide,

(2R)-2-{{4-(4-fluorobenzyl)-1-piperidinyl}methyl}-N-(3-methoxyphenyl)-4-morpholinecarboxamide,

(2R)-N-(3-cyanophenyl)-2-{{4-(4-fluorobenzyl)-1-piperidinyl}methyl}-4-morpholinecarboxamide,

(2R)-2-{{4-(4-fluorobenzyl)-1-piperidinyl}methyl}-N-(4-fluorophenyl)-4-morpholinecarboxamide,

(2R)-2-{{4-(4-fluorobenzyl)-1-piperidinyl}methyl}-N-phenyl-4-morpholinecarboxamide,

(2R)-N-(3-cyanophenyl)-2-{{(3S)-3-(4-fluorobenzyl)piperidinyl}methyl}-4-morpholinecarboxamide,

AMENDMENTS TO THE CLAIMS

(2R)-N-(3-acetylphenyl)-2-{[(3S)-3-(4-fluorobenzyl)piperidinyl]methyl}-4-morpholinecarboxamide, and

(2R)-N-(3-acetylphenyl)-2-{[(3S)-3-(4-fluorobenzyl)piperidinyl]methyl}-N-phenyl-4-morpholinecarboxamide. 7

~~3-[[3-(4-fluorobenzyl)-1-pyrrolidinyl]methyl]-N-phenyl-1-piperidinecarboxamide,~~

~~N-(3-cyanophenyl)-3-[[3-(4-fluorobenzyl)-1-pyrrolidinyl]methyl]-1-piperidinecarboxamide,~~

~~N-(3-acetylphenyl)-3-[[3-(4-fluorobenzyl)-1-pyrrolidinyl]methyl]-1-piperidinecarboxamide,~~

~~3-[[3-(4-fluorobenzyl)piperidinyl]methyl]-N-phenyl-1-piperidinecarboxamide,~~

~~N-(3-cyanophenyl)-3-[[3-(4-fluorobenzyl)piperidinyl]methyl]-1-piperidinecarboxamide,~~

~~N-(3-acetylphenyl)-3-[[3-(4-fluorobenzyl)piperidinyl]methyl]-1-piperidinecarboxamide,~~

~~tert-butyl 4-[(3-cyanoanilino)carbonyl]-2-[[4-(4-fluorobenzyl)-1-piperidinyl]methyl]-1-piperazinecarboxylate,~~

AMENDMENTS TO THE CLAIMS

~~N-(3-cyanophenyl)-3-([4-(4-fluorobenzyl)-1-piperidinyl]methyl)-1-piperazinecarboxamide dihydrochloride,~~

~~4-benzyl-N-(3-cyanophenyl)-3-([4-(4-fluorobenzyl)-1-piperidinyl]methyl)-1-piperazinecarboxamide,~~

~~4-acetyl-N-(3-acetylphenyl)-3-([4-(4-fluorobenzyl)-1-piperidinyl]methyl)-1-piperazinecarboxamide,~~

~~tert-butyl 4-[(anilino)carbonyl]-2-([4-(4-fluorobenzyl)-1-piperidinyl]methyl)-1-piperazinecarboxylate,~~

~~tert-butyl 4-[(3-methoxyanilino)carbonyl]-2-([4-(4-fluorobenzyl)-1-piperidinyl]methyl)-1-piperazinecarboxylate,~~

~~tert-butyl 4-[(3-acetylanilino)carbonyl]-2-([4-(4-fluorobenzyl)-1-piperidinyl]methyl)-1-piperazinecarboxylate,~~

~~3-([4-(4-fluorobenzyl)-1-piperidinyl]methyl)-N-phenyl-1-piperazinecarboxamide dihydrochloride,~~

~~3-([4-(4-fluorobenzyl)-1-piperidinyl]methyl)-N-(3-methoxyphenyl)-1-piperazinecarboxamide dihydrochloride,~~

~~N-(3-acetylphenyl)-3-([4-(4-fluorobenzyl)-1-piperidinyl]methyl)-1-piperazinecarboxamide dihydrochloride, and~~

AMENDMENTS TO THE CLAIMS

~~4-benzyl-N-(3-cyanophenyl)-3-([4-(4-fluorobenzyl)-1-piperidinyl]methyl)-1-piperazinecarboxamide.~~

41. (Original) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 1.

42. (Original) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 11.

43. (Original) A method for modulation of chemokine receptor activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 1.

44. (Original) The method according to Claim 43, wherein R^9 , $R^{9'}$, R^{10} , R^{11} , $R^{11'}$ and R^{12} of the compound according to Claim 1 are H.

45. (Original) The method according to Claim 44, wherein modulation comprises contacting a CCR3 receptor with an effective inhibitory amount of the compound.

46. (Original) A method for treating or preventing inflammatory disorders comprising administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 1.

AMENDMENTS TO THE CLAIMS

47. (Original) The method according to Claim 46, wherein R^9 , $R^{9'}$, R^{10} , R^{11} , $R^{11'}$ and R^{12} of the compound according to Claim 1 are H.

48. (Original) The method according to Claim 46, wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, inflammatory bowel diseases, idiopathic pulmonary fibrosis, bullous pemphigoid, helminthic parasitic infections, allergic colitis, eczema, conjunctivitis, transplantation, familial eosinophilia, eosinophilic cellulitis, eosinophilic pneumonias, eosinophilic fasciitis, eosinophilic gastroenteritis, drug induced eosinophilia, HIV infection, cystic fibrosis, Churg-Strauss syndrome, lymphoma, Hodgkin's disease, and colonic carcinoma.

49. (Original) The method according to Claim 48, wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, and inflammatory bowel diseases.

50. (Original) The method according to Claim 49, wherein the disorder is asthma.